

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

ADAM FRANCHI, Individually and On)	
Behalf of All Others Similarly Situated,)	
)	
Plaintiff,)	Case No. 1:18-cv-01957-CFC
)	
v.)	
)	
INTERSECTIONS INC., JOHN M.)	
ALBERTINE, THOMAS G. AMATO,)	
BRUCE L. LEV, DAVID A. MCGOUGH,)	
MELVIN R. SEILER, MICHAEL R.)	
STANFIELD, WC SACD ONE PARENT,)	
INC., AND WC SACD ONE MERGER SUB,)	
INC.,)	
)	
Defendants.)	

STIPULATION AND [PROPOSED] ORDER OF DISMISSAL

WHEREAS, on December 11, 2018, plaintiff Adam Franchi (“Plaintiff”) filed a Complaint for Violation of the Securities Exchange Act of 1934 (the “Complaint”) in the above-captioned action (the “Action”) against Intersections Inc. (“Intersections”), John M. Albertine, Thomas G. Amato, Bruce L. Lev, David A. McGough, Melvin R. Seiler, Michael R. Stanfield, WC SACD One Parent, Inc., and WC SACD One Merger Sub, Inc. (together, “WC SACD”) (collectively, “Defendants”);

WHEREAS, the Complaint alleged violations of the Securities Exchange Act of 1934 in connection with the solicitation/recommendation statement filed by Defendants with the United States Securities and Exchange Commission (“SEC”) on November 29, 2018 (the “Solicitation Statement”) in connection with the proposed acquisition of Intersections by WC SACD (the “Transaction”);

WHEREAS, following discussions between the parties, on December 26, 2018,

Defendants filed a supplement to the Solicitation Statement with the SEC that included additional information relating to the Transaction that addressed and mooted Plaintiff's claims regarding the sufficiency of the disclosures in the Solicitation Statement (the "Mooted Claims");

WHEREAS, Plaintiff's counsel intend to assert a claim for mootness fees and expenses in connection with the Mooted Claims (the "Fee Application"), and seek Court intervention only if the parties cannot resolve Plaintiff's Fee Application;

WHEREAS, Defendants in the Action reserve all rights, arguments, and defenses, including the right to oppose any potential Fee Application;

WHEREAS, no class has been certified in the Action;

WHEREAS, Defendants have denied and continue to deny any wrongdoing and contend that no claim asserted in the Action was ever meritorious;

NOW, THEREFORE, upon consent of the parties and subject to the approval of the Court:

IT IS HEREBY ORDERED this ____ day of _____, 2019 that:

1. Pursuant to Federal Rule of Civil Procedure 41(a)(1)(A)(ii), all claims asserted in the Action are dismissed, with prejudice as to Plaintiff only. All claims on behalf of the putative class are dismissed without prejudice.

2. Notice of this dismissal is not required because the dismissal is with prejudice as to Plaintiff only, and not on behalf of a putative class; no class has been certified in the Action; and the putative class will not be bound by any agreement among the parties.

3. The Court retains jurisdiction of the Action solely for the purpose of determining Plaintiff's anticipated Fee Application, if filed.

4. This Order is entered without prejudice to any right, position, claim, or defense any party may assert with respect to the Fee Application, which includes Defendants' right to oppose the Fee Application.

5. To the extent that the parties are unable to reach an agreement concerning the Fee Application, they may contact the Court regarding a schedule and hearing to present such application to the Court.

6. Upon completion of briefing, the parties shall promptly contact the Court to schedule argument regarding Plaintiff's Fee Application at a time convenient to the Court.

7. If the parties reach an agreement concerning the Fee Application, they shall notify the Court. Upon such notification, the Court will close the Action.

Dated: January 14, 2019

RIGRODSKY & LONG, P.A.

OF COUNSEL:

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Attorneys for Plaintiff

Dated: January 14, 2019

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LLP**

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*Attorneys for Defendants WC SADC
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Dated: January 14, 2019

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*Attorneys for Defendants Intersections
Inc., John M. Albertine, Thomas G.
Amato, Bruce L. Lev, David A.
McGough, Melvin R. Seiler, and
Michael R. Stanfield*

IT IS SO ORDERED this _____ day of _____, 2019.

UNITED STATES DISTRICT JUDGE